

EXHIBIT E

**EXHIBIT E - REQUEST FOR WAIVER OF REQUIREMENT TO
MAINTAIN BOOKS AND RECORDS IN ILLINOIS**

Pursuant to 83 Ill. Adm. Code Part 250, Applicant requests that the Commission issue a waiver authorizing American International Telephone ("**AIT**") to keep its books, accounts, and records relating to its telecommunications operations in Illinois at its principal place of business in New York. Such records would include **AIT's Illinois** rates, service descriptions, and terms and conditions of service; authorization to provide service in Illinois (once issued); accounts, books and records; operating practices; contracts with carriers and agents; and related records.

This waiver request is justified since Applicant has no offices or address in the State of Illinois. As indicated in its Application, **AIT's** principal place of business is 22 Cortlandt Street, **33rd** Floor, New York, NY 10007. **AIT** believes that it would be unduly burdensome and not consistent with the Commission's intentions for **AIT** to open an Illinois office merely to satisfy the Commission's record keeping requirements. The name, title, address, telephone and facsimile numbers of the custodian of **AIT's** accounting records are included below. The records will be maintained at the same physical address as that listed below.

Kathleen D. Stevens
22 Cortlandt Street, **33rd** Floor
New York, NY 10007
212-981-9100 Telephone
212-981-9101 Facsimile

EXHIBIT F

EXHIBIT F - MANAGERIAL AND TECHNICAL COMPETENCE

American International Telephone Inc. 's ("**AIT's**") technical and managerial operations will be directed by its President and Director, James Sever, its Director, Donald C. Wright, and its Vice President and Director, R. Wayne Darville.

James Sever was employed by another telecommunications company for seventeen years prior to becoming President of **AIT**. Mr. Sever has extensive experience in marketing, business management, design and implementation of voice, frame relay, video and ISDN services as well as maintenance of the voice switched network.

Donald C. Wright has over fifteen years of experience in management and leadership positions and for at least seven of those years, has held positions in the information technology and telecommunications industries. Specifically, Mr. Wright has extensive financial experience, including capital investment analysis and capital budget planning as well as negotiation and management experience.

R. Wayne Darville has over ten years of experience in the telecommunications and information technology industries. Mr. Darville's managerial experience includes positions as Vice President and Director of Information Technology at another company as well as General Manager of a company serving Local Exchange Carriers. Mr. Darville has a technical background in Frame Relay, ATM, WAN, LAN and other technologies.

Mr. Sever, Mr. Wright and Mr. **Darville** will be assisted in their technical and managerial operations by Susan **Cutright** (Secretary/Vice President and General Counsel) and Kathleen D. Stevens (Controller). The resumes for all of the above-named individuals are included herein.

JAMES SEVER
104 sever Lane
West Newton, Pennsylvania 15089
724/872-8988

Objective: An action-oriented senior executive with a first class understanding of technology, considerable expertise in building a telecommunications business along with the financial background to deliver profit is seeking a senior position in engineering, resell or chief operating officer with a progressive telecommunications company.

Education: Electronics Institute of Technology, Pittsburgh, Pennsylvania
Associate Degree, Electronic Technology

University of Pittsburgh
B.S., Business Administration, Cum Laude

Affiliations: Competitive Telecommunications Association (CompTel)
Telecommunications Resellers Association (TRA)
American's Carriers Telecommunications Association (ACTA)

Experience:

1998 to present, WorldPort communications Inc, Pittsburgh, Pennsylvania

1998/ April to present, Senior Vice president Network Operations

- Responsible for the design, development and operations of the Worldport global telecommunications network, including technology selection
- Negotiate International operating agreements and Carrier interconnect agreements
- Development of network management systems
- Perform due diligence on company acquisition

1981-04/1998, Westinghouse Communications, Pittsburgh, Pennsylvania

1996 to present, Vice President, Alternate Sales Channels

- Expand the sales channels for the products/services
- Develop sales and marketing programs for agent and residential markets
- Develop switched/switchless program for resell market
- Staff organization
- Increase sales from \$7 million to \$25 million in three years

Accomplishments:

- Increase Alternate channel sales by \$6 million in 1997
- Signed five resell contracts through first half of 1997
- Doubled the number of residential customers

1991-1996. Director of Network Engineering and Services

- Responsible for voice/data network budget of \$72 million annually
- Managed organization of 40 engineering professionals and support staff
- Designed voice and data network for Fortune 500 business customers
- Negotiated contracts with major suppliers in the telecommunications industry
- Engineered switching, transport, access/egress for network serving 120 million minutes monthly
- Prepared equipment requisitions for \$20 million worth of voice switches, frame relay switches and digital cross connects

Accomplishments:

- Developed network cost savings program to reduce network cost as a percent of sales by 8%, (20 million in 5 years)
- Implemented upgrade of voice and data network technologies
- Designed and implemented voice, frame relay, video and ISDN services
- Negotiating all network equipment and carrier contracts
- Developed business plans for Residential and Resell markets

1985-1991. Manager of Network Operations

- Responsible for maintenance of the voice switched network, including switching systems, voice/data multiplexors, customer premise equipment and facilities
- Responsible for the customer service and trouble resolution

Accomplishment

- Developed business plan for outsourcing facility/telephone support
- Developed network management software tools to monitor network
- Automated trouble ticket system for customer trouble resolution
- Developed network analysis tools used to optimize network cost

1981-1995, Manager of Network Projects

- Responsible for deploying Electronic Tandem Network
- Developed network transmission loss plan
- Installed the first digital T1 facilities in network



Interoute Telecommunications, Inc.

22 Cortlandt Street
New York, NY 10007tel 1.212.981.9100
fax 1.212.981.9101
www.interouteusa.com

Jim Sever

Bio

Jim Sever has over 20 **years experience** in the **telecommunications** industry. He began his career in **field** data communications as a Regional Service Manager for Western Union Data Services. before joining Westinghouse Electric Corporation in 1981. In 1988, Jim joined Westinghouse Communications (a division of Westinghouse Electric). Westinghouse Communications built a profitable **telecommunications** division, with annual sales of \$150 Million. Throughout **his** 17 years at Westinghouse, Jim held various positions, including Manager of Network Operations, **Director** of Network Engineering, and Vice Resident of Business Development. His accomplishments included designing, engineering, and **implementing** the company's voice and data networks, as **well** as the development of the residential, agent, **and** resell programs.

In 1998, Jim began as a consultant to **Interoute**. February 1999, Jim **was** promoted to Chief Technical Officer, then Chief Operating Officer March 1999. He is currently **in the** process of integrating the various acquisitions **Interoute** made **over** the last year into **a** single entity, **with the mission** of building a profitable business.

His education includes **an** Associates **Degree** in Electronics, as well as continuing telecommunications courses in Network Engineering, Network Design, and Voice/Data **Switching**. He also has a Bachelor's Degree in **Business** from the University of Pittsburgh, where he graduated Cum Laude.

Revised 8/26/99

Donald C. Wright

4008 Iron Hill Lane
 Woodstock, GA 30189
 (770) 516.5047

Summary of Qualifications

- Over fifteen years of proven management and leadership **experience** in **multi-disciplinary** team-oriented organizations. with more than seven of those years in corporate **finance** and corporate development **positions** in the information technology, and **telecommunications industries**.
- **Executive level finance** and **accounting** positions within the **telecommunications** industry.
- **Significant** financial expertise in capital investment analysis, merger & acquisition negotiations and analysis, operating and capital **budget** planning, and **accounting** management.
- Principal in numerous corporate development negotiations, **including** a \$1.6 billion U.S. **telecommunications outsourcing** deal, a **\$240** million French telecommunications **outsourcing** deal, 8 **\$200 million** Japanese data processing joint **venture** deal, and a \$77 million **international** data processing strategic partnership deal.

Education

The **University** of Texas at Austin, Austin, Texas
 Master of Business Administration, Finance & Accounting, 1991

The United States **Military** Academy, West Point, New York
 Bachelor of **Science**, Mechanical **Engineering**, 1984

Experience**Encompass Consulting, Woodstock, Georgia****Principal (9/98 - Present)**

- Provide financial, corporals development, strategic and **business** planning, and merger and acquisition consulting services to high growth telecommunications and information technology companies.
- Recent engagements include;
 - **Airwire.net, Inc. (10/98 - 5/99)** - Formulated the **strategic** business model, drafted the business plan, created **proforma** financial projections, and assisted in raising start-up capital for a high growth international wireless high bandwidth and local access company.

WorldPort Communications, Inc., Kennesaw, Georgia**Vice-President, Finance & Administration (3/98 - 9/98)**

- Responsible for all **aspects** of the **company's financial, contracts**, and human resources administration, including acquisition analysis. product margin analysis. collections, accounting. tax administration, budgeting, SEC reporting, personnel management, policies and procedures, purchasing, regulatory filings, and contract administration.
- Created and managed the **finance** and **administration** group of a fast-paced international **telecommunications** company which grew from monthly revenues of **\$500,000** to monthly revenues of more than **\$5** million in less than **six** months.
- Planned and coordinated **all aspects** of the transition of the company's corporate headquarters from Houston to Atlanta, **including locating** and negotiating **new** office space, hiring replacement staff, transferring the banking and **public accounting relationships**, and **settling** all severance issues with the Houston staff.
- Oversaw the development of a recommended corporate tax structure with Arthur **Andersen**.
- Negotiated an equipment **financial** leasing **facility** of **\$30 million** that **will be** used to finance the **network** assets **being** deployed in 14 countries.
- **Guided** the integration into **WorldPort** the finance, **banking**, human resources, and other administration function of three acquired companies.
- Oversaw the completion of numerous **financial** analyses projects, including fiber **optic capacity** sale and **leasing** pricing and **margin analyses**, equipment leasing facility **reviews**, **acquisition** valuations, cost of capital analyses, and switched services **pricing** and margin analyses.
- **Implemented** the **contracts administration** and regulatory **administration** functions, **which** entailed developing standard contracts for **IRU** sales, leased **circuits**, **switched services**, and enhanced services, **creating the** necessary processes for the **initiation**, review, and approval of **sales contracts**, and completing **a review** and **developing a plan** to achieve **regulatory compliance** within the U.S.

The SITA Group, Atlanta, Georgia**Director, Outsourcing Negotiations and Did Management, EQUANT (4/97 - 3/98)**

- **Authored a comprehensive** Network Outsourcing Strategic **Analysis** document **which** was used by senior executives to formulate and develop **EQUANT's** global **outsourcing strategy** and business plan.
- Principal member of the negotiating team for both a \$1.6 billion revenue data network **outsourcing** opportunity with a **large** U.S. multinational corporation and a **\$240 million** revenue data **network** outsourcing opportunity with a large French chemical and **pharmaceutical** company.
- Developed **the** business case modeling and conducted **the** financial **analysis** for several multi-million dollar **outsourcing opportunities**.

Deputy General Manager, GETS Marketing Company (GMC) (12/94 - 1/97)

- **Initiated** and completed discussions **with** the **four mega-computer** reservation system (**CRS**) companies for the development and implementation of a **long-term strategic alliance** with GMC.
- Responsible for (he day-to-day **operations** of a **CRS marketing** company **with** a staff of 20 and annual revenues in excess of \$10 million.
- Advised the General Manager on all strategic issues related to **GMC's** expansion in Africa. Asia. Eastern Europe. and Latin America.
- Formulated and negotiated several partnership proposals for the creation of national marketing companies in various **regions** of **the** world.
- Increased **the** operational effectiveness of the GMC by implementing a **product** development tracking system. a sales planning and tracking system, and a monthly activity reporting system.

The SABRE Group, SABRE Travel Information Network (STIN), Ft. Worth, Texas**Sr. Business Development Analyst & Regional Manager, Asia/Pacific Division (7/93 - 12/94)**

- Represented **Asia/Pacific** Issues at **the** headquarters' executive level, as the **principle** liaison for the Vice-President, **Asia/Pacific**, in Hong Kong.
- Advised the **Vice-President**, Asia/Pacific, on numerous strategic issues related to **STIN's** expansion in Asia, Including China, India. and Japan.
- Conducted analyses and was a key participant in **negotiations** with Japan Airlines for the **creation** of a new **computer** reservation system equity partnership **between** **Axess** and SABRE.
- Conducted and managed numerous analysis projects in the development of **STIN's** Asian strategy.
- **Formulated** contract proposal **structures** for several of **the** largest Japanese travel agencies.

Senior Financial Analyst, Profitability Analysis Department (6/92 - 7/93)

- Conducted **financial** analyses of numerous major **account** proposals. including American **Express/LifeCo**, Thomas Cook Travel, **UStavel**, Morris Travel, and Liberty Go-Go.
- Using SAS and **the** multitude of **AMR** databases, produced a sales **targeting** analysis of non-SABRE travel agencies which calculated and ranked each agency by their estimated profitability.
- Developed a structure to be used in SABRE **contracts** for **both incentive** and short-fall payments **using** a dual **system** of measuring travel **agents'** performance, bookings per PC and total bookings.

Financial Analyst, Financial Coordination Department (5/91 - 6/92)

- Coordinated all finance issues to include planning, forecast and analysis for the Sales **and Service** Department **consisting** of over **600** employees **across** the U.S., Canada, Japan and Latin **America**.
- Formulated and **consolidated** an annual operating budget of over \$31 mil and a **capital** plan of **\$3 mil**.
- Developed the sales manning **model** **which** uses projected sales activity to forecast **staffing** levels.

U.S. Army, Captain, Corps of Engineers (5/84 - 7/89)

- Facilities Engineer In Istanbul, Turkey responsible for all areas of a **facilities** maintenance unit of 95.
- Battalion Adjutant In **Bamberg**, W. Germany, **responsible** for the supervision of the **administrative** and personnel operations of an engineer **battalion**.

Honors & Additional Skills

- Beta Gamma Sigma Honor Society for business academic excellence
- Phi Kappa Phi Honor **Society** for **academic** excellence
- **Graduated Dean's List** from **the US Military Academy**.
- Computer **proficiency** with Lotus, Excel, Word, and Power Point

R. Wayne Darville
331 Green Fields Court
Cranberry Township, PA 16066

724-776-9617 Home
412-M-7441 Home Office
darville@fyi.net

TECHNICAL SUMMARY:

WAN, LAN, Prams Relay, ATM, Four Systems, IBM 4300, IBM AS400, IBM 3090, DEC Alpha, Global Telecommunications, Client Server, Distributed Systems, Lotus Notes, NT, Novell, Cisco, Ascend, Internet, Cobol, RPG, Oracle - Financials & DB, SAP, Access, SAS, CICS, Open VMS, VMS, SUN, Power Builder, Omnis, Tandem, NDM, email systems and other hardware and software technologies

WORK EXPERIENCE:

- | | |
|--|-------------------------------|
| RSL COM USA (formerly Westinghouse Communications) | Aug 1995 – Jan 1999 |
| Pittsburgh, PA | |
| VP of Information Technology | Aug 1996 - Jan 1999 |
| <ul style="list-style-type: none"> • CBS Corp purchased the Westinghouse Communications and Systems Division from the Westinghouse Electric Company • Responsible for Operational and Strategic IT Planning for enterprise wide hardware/software systems and platform development ERP system (Administrative Systems, Sales Mngt, LAN/WAN, Internet and End User Computing) • Responsible for IT Technics1 Services -Help Desk – 7/24 bi-coastal • Responsible for growth driven capacity planning of 3 departments: Software Development, Billing & Computer Operations and LAN/WAN • Development and Management of \$4M annual IT budget • Strategic and Business Planning for the Division • Introduction of business applications based on Internet and OO technology | |
| <i>Reason for Leaving: Major Reduction in Force.</i> | |
| Director of Information Technology | Aug 1995 to Aug 1996 |
| <ul style="list-style-type: none"> • Westinghouse Communications division of Westinghouse Electric Company • Reorganized IT groups • Implemented software development methodology • Stabilized Billing platform | |
| Frontier Corporation | Aug 1989 to Aug 1995 |
| Rochester, NY | |
| Senior IT Account Executive (SAE) | May 1994 - August 1995 |
| <ul style="list-style-type: none"> • Managed the IS systems for the Upstate Cellular Network (UNC) • Directed: UCN Computer Operations; Customer Information and Billing; LAN/WAN; hardware upgrades; implementation of Automatic Call Distribution system, hardware and software vendor relations • Frontier IT (FIT) Strategic Partnership Search Committee and FIT Strategic Planning Committee member | |
| <i>Reason for Leaving: Recruited to assist with the Westinghouse Communications start-up.</i> | |
| Senior IT Project Manager | Aug 1993 - April 1994 |
| <ul style="list-style-type: none"> • Responsible for planning and executing company wide deployment of client/server CIS and Billing systems • Responsible for managing the development of training for users of client/server CIS and Billing systems • Responsible for managing the procurement, configuration, deployment and installation of 700 desktop PCs | |
| General Manager, CC&S Services Corp. | Aug 1969 - Aug 1993 |
| <ul style="list-style-type: none"> • Built a semi-regulated company in the data procuring service bureau industry serving Local Exchange Companies (LECs) • Developed and managed 3-S year Business plans • Developed and managed annual budgets • Managed growth of customer base and staff over a three year period supporting revenue growth from \$250,000 to \$2.8 million with OP in the final year nearing \$500k • Managed the integration of all systems for 25 LECs • Testified on behalf of RTC in "affiliated transaction" rate cases in Pennsylvania, Illinois and Wisconsin • Directed the evaluation, selection, negotiations/purchase, conversions to and implementation of hardware & software systems at RTC Telephone Subsidiary Operations IS Data Centers with operations in 4 states serving 25 RTC telephone holdings in 12 states and 20 other non-RTC LECs | |

- VP of Industry User's Group for vendor software

Club R&R, Inc.**May 1987 - Aug 1989****Rochester, NY****President****May 1987 - Aug 1989**

- Start-up, travel agency
- Defined marketing strategies and sales objectives
- Responsible for: development of computerized accounting and sales tracking system
- Developed information delivery systems
- Directed recruiting and training of new sales people

*Reason for Leaving: There were changes in the Airline commission structure and the venture folded.***Eastman Kodak****Oct 1981 to May 1987****Rochester, NY****Project Analyst, Eastman Savings and Loan Association****March 1984 - May 1987**

- Analysis and recommendations resulting in major improvements in the Checking Account Department
- Developed and implemented alternatives to existing procedures
- Prepared financial justifications and made presentations seeking project approval from the ESL Board of Directors for several capital projects
- Lead negotiator for several equipment vendors and ESL's correspondent bank
- Early adoption of new technology to automate the Telephone Funds Transfer system using PC to mainframe digitized voice and touch tone interactive computer systems
- Other projects included the installation of a mainframe software module (Installment Credit), credit card feasibility study, the ESL Saver's Dividend, and the automation of the year end savings interest statements (1099's).

*Reason for Leaving: Left to pursue an entrepreneurial venture.***Loan Services, Eastman Savings and Loan Association****Dec 1982 - March 1984**

- Supervised a seven member staff responsible for collections of delinquent loan payments and the servicing of a \$390M mortgage and home improvement loan portfolio
- Responsible for the installation and implementation of new banking software suite of applications supporting: Savings, Checking, Loans, Teller and ATM.

Office Systems Consultant, Eastman Kodak Company**Oct 1981 - Dec 1982**

- Analyses, problem solving and presented office automation solutions for increased effectiveness including: OCR scanning; voice recognition; word processing and PC software programs; and major automation systems.
- Analysis of the all systems used by Eastman Savings and Loan (ESL). This project required strong analytical, interpersonal, presentation, negotiating and writing skills. ESL adopted recommendations resulting in a transfer to ESL. This \$7 million capital project impacted all departments and all aspects of ESL, including: wearing a data center, financial justification of new platforms; training of IT and entire user community; and customer communications.

EDUCATION

M.A. Economics, 1982 Syracuse University, Syracuse, NY. Completed 30 hours towards a Ph.D. in Economics at S.U. Course work includes: Advanced Econometrics (forecasting and analysis); and, APL and Fortran computer languages. Worked as Teaching Assistant in Masters Program.

B.A. Economics, 1974, LeMoyne College, Syracuse, NY. Emphasis in Business Quantitative Analysis, Forecasting and Estimating.

R. Wayne Darville
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212-981-9121 Work
wdarville@PNFusion.com
412-341-7441 Cellular

WORK EXPERIENCE:

March 1999 -current date:

Vice President of Technology and Information System for InterouteUSA Telecommunications, Inc. I began working for Interoute (march-June) as a contractor (Sage) with responsibility for financial and billing systems. Beginning in July my responsibilities were expanded to include Operations and Strategic Planning for hardware and software systems and platform development (Billing, LAN/WAN, Internet and End User Computing); IT Technical Services -Help Desk - 7/24 bi-coastal and growth driven capacity planning; a \$2.4M annual IT budget; contributions to Strategic and Business Planning; and responsibility for the Pre-Paid Calling Card platform.

Acting Vice President - Network Operations and Customer Service. Assumed these additional responsibilities 3rd quarter 99. Our network consists of Nortel, Seimans and Excel switches. Customer Service departments service Commercial, Residential, Prepaid Calling Cards and Carrier customers. Network Operation Center (NOC) is 7x24 utilizing HP Open View integrated into all the network facilities.

September 1995 -March 1999:

Vice President of Information Technology for Westinghouse Communications, a division of CBS. Hired as Director of IT, promoted Co VP Aug. 96. My responsibilities include Operations and Strategic Planning for: hardware and software systems and platform development (Billing, LAN/WAN, Internet and End User Computing); IT Technical Services - Help Desk - 7/24 bi-coastal, growth driven capacity planning; 3 departments: Software Development, Billing & Computer Operations and LAN/WAN; a \$4M. annual IT budget; contributions to Strategic and Business Planning for the Division in general. Several significant accomplishments are: reorganization/creation of the IT group; implementation of software development methodology; introduction of business applications based on new Internet and OO technology; many significant system improvements.

May 1994 -August 1995:

Senior IT Account Executive (SAE) for Frontier Corporation, Rochester, NY (changed name from Rochester Telephone Corporation on Jan 1, 1994). Managed the IS systems for the Upstate Cellular Network (UNC: a 50/50 partnership between NYNEX and Frontier). SAE responsibilities included: directing UCN Computer Operations; Customer Information and Billing; LAN/WAN; hardware upgrades; implement&n Of Automatic Call Distribution system; and, owning hardware and software vendor relations. During this same time I was appointed to the Frontier IT (FIT) Strategic Partnership Search Committee and the FIT Strategic Planning Committee. These responsibilities included participating in the formulation of IT strategies for the entire Frontier Corporation and a key contributor to the RFI (Request For Information) process for selecting the appropriate partners for implementation of our final IT Strategy recommendations.

August 1993 -April 1994:

Senior IT Project Manager for Rochester Telephone Corporation (RTC), Rochester, NY. As a result of a restructuring of CC&S Services Corp. I was offered and accepted a position within the corporate IT organization in Rochester, NY. Relocated from Jackson, MI to Rochester, NY in September 1993. As Senior IT Project Manager I was responsible for a planned company wide deployment of the Phoenix System (client/server CIS and Billing).

August 1989 -August 1993:

General Manager, CC&S Services Corp., a subsidiary of Rochester Telephone Corporation (RTC), Rochester, NY. I built a semi-regulated company in the data processing service bureau industry serving Local Exchange Companies (LECs). CC&S Service Corporation started out as a wholly owned by RTC located in Jackson, Michigan. I relocated from Rochester, NY to Jackson, ML I developed and managed 3-5 year Business Plans, developed and managed

annual budgets, managed to grow the customer base, managed a growing staff and over a three year period grew revenues from \$250,000 to \$2.8 million with OP in the final year nearing \$500k.

My responsibilities included directing three additional RTC data processing centers all onto common platforms. Several key achievements while in this capacity were: managing the integration of all systems for 25 LECs; testifying on behalf of RTC in "affiliated transaction" rate cases in Pennsylvania, Illinois and Wisconsin; the evaluation, selection, negotiations/purchase, conversions to and implementation of hardware & software systems at these RTC Telephone Subsidiary Operations IS Data Centers with operations in 4 states serving 25 RTC telephone holdings in 12 states and 20 other non-RTC LECs. VP of Industry User's Group.

May 1987 - August 1989:

President o/Club R&R, Inc., Rochester, NY. Hired as President in December 1987 of this start-up travel agency to redefine marketing strategies and sales objectives. Responsible for: development of computerized accounting and sales tracking system; development of information delivery systems. Other responsibilities included the directing of the recruiting and training of new sales people.

March 1984 - Mny 1987:

Project Analyst Eastman Savings and Loan Association, Rochester, NY. Functioned as Industrial Engineer and Systems Analyst. Major accomplishments included: analysis and recommendations resulting in major improvements in the Checking Account Department; developed and implemented many alternatives to existing procedures; prepared financial justifications and made presentations seeking project approval from the ESL Board of Directors for several capital projects; lead negotiator for several equipment vendors and ESL's correspondent bank; early adoption of new technology to automate the Telephone Funds Transfer system using PC to mainframe digitized voice and touch tone interactive computer systems. Other projects included the installation of a mainframe software module (Installment Credit), credit card feasibility study, the ESL Saver's Dividend, and the automation of the year end savings Interest statements (1099's).

December 1982 - March 1984:

Loan Services Supervisor Eastman Savings and Loan Association, Rochester, NY. Supervised a seven member staff responsible for collections of delinquent loan payments and the servicing of a \$390M mortgage and home improvement loan portfolio. Also responsible for the installation and implementation of new banking software suite of applications supporting: Savings, Checking, Loans, Teller and ATM.

October 1981 -December 1982:

Office Systems Consultant Eastman Kodak Company, Rochester, NY. Consultant to client departments. I performed needs analyses, problem solving and presented office automation solutions for increased effectiveness. These included: OCR scanning; voice recognition; word processing and PC software programs; and major automation system. Major accomplishment was the analysis of the all systems used by Eastman Savings and Loan (ESL). This project required strong analytical, interpersonal, presentation, negotiating and writing skills. ESL adopted my recommendations resulting in my transfer to ESL. This \$7 million capital project impacted all departments and all aspects of ESL, including: creating a data center; financial justification of new platforms; training of IT and entire user community; and customer communications.

PROFESSIONAL PREPARATION:

M.A. Economics, 1982 Syracuse University, Syracuse, NY. (Completed 30 hours towards a Ph.D. in Economics at S.U.) Course work includes: Advanced Econometrics (forecasting and analysis); and computer languages. Worked as Teaching Assistant in Masters Program

B.A. Economics, 1974, LeMoyne College, Syracuse, NY. Emphasis in Business Quantitative Analysis. Econometric Forecasting and Estimating.

REFERENCES:

Available upon request.

Susan Cutright
(412) 2444569

620-B One Trimont Lane
Pittsburgh, PA 16211

- Contract specialist with extensive management and legal **experience**
- Strong **writing**, negotiation and training skills
- Corporate and law firm experience
- **Proficient** In German

EMPLOYMENT HISTORY

Corporate Experience

1996-Present Head of Sales Administration for Westinghouse Communications, a division of RSL COM U.S.A., Inc.: Develop, Negotiate and Manage Contracts; Calculate, Verify and Monitor Ail Bookings; Administer Sales Commission Plan; Review **All** Nonstandard Proposals; Coordinate Complex Bids; Serve on Product Development Teams

1989-95 Corporate Counsel, CBS Corporation: Contract Negotiation, Drafting and Litigation; Telecommunications and Antitrust Regulatory Practice; Administration of Corporate Compliance Programs; General Counseling and Litigation Management for Corporate Treasury Group and Businesses in Telecommunications, Broadcasting, Electrical Equipment, Engineering Services, and Computer Software

law Firm Experience

1987-8 Litigation Associate at Hourigan, Kluger in Wilkes-Barre, PA; All Phases of Contract and Commercial Disputes, Including Insurance Defense

1985-6 Litigation Associate at Meyer, Unkovic & Scott in Pittsburgh, PA; Motions, Depositions, Briefs and Legal Memos in Commercial and Personal Injury Disputes, Including Asbestos Litigation

EDUCATION

University of Pittsburgh School of Law	Finalist in 4 Inter- and intramural
J.D. Awarded 1985	Moot Courts; Order of Banisters;
Seminar in International Law	Honors, Administrative Law

Oberlin College	Berlin Honors Conference;
B.A. Awarded 1982	German Teaching Asslstant;
German Language and Literature	3 Semesters Study in Germany

Additional Credits

1981 Ludwig-Maximilian University in Munich, Germany
 1979 Goethe Institute in Bad Krozingen, **Germany**
 1978 Washington & Jefferson College in Washington, Pennsylvania

Admitted to Practice Law in Pennsylvania
References Available Upon Request.

KATHLEEN D. STEVENS

Experience

- 1997-1999 Novarco, Ltd White Plains, NY
CONTROLLER (International Trading - Metal & Oil)
- Managed **5-person Accounting & Human Resources** Dept for US Branch of **Swiss-based** trading company.
 - Responsible for all **aspects** of internal and **external** reporting, **US tax & regulatory** compliance, payroll and benefits **administration**. **Liaised with** auditors, **tax** preparers, and legal counsel.
 - Spearheaded global compliance **audit** and developed mechanisms for ongoing internal **testing**.
 - Participated in management workshop to design system enhancements and establish global procedures.
- 1996-1997 AGPA INC New York, NY
FINANCE DIRECTOR (Non-Profit)
- Supervised Accounting, Finance, and Payroll staff.
 - Prepared account analyses, financial statements. and Board of Directors briefings.
 - **Oversaw annual closing and audit.**
 - Served as Systems Manager, facilitating installation and implementation of new Accounting modules, and troubleshooting systems problems as needed.
- 1994-1996 Dennis N. Yuelys, CPA Riverdale, NY
SENIOR ACCOUNTANT (Small Public)
- Provided accounting **services** to **firm's** clients, including writeups, statement preparation, consolidations, and audits.
 - Prepared business and personal tax returns. and represented clients in resolving **tax** problems.
 - Assisted small business clients in system set-up and spreadsheet design.
- 1986-1993 HBI Inc, NV/M&M Ferrous America, Ltd. New York, NY
VP / CONTROLLER (International Trading - Metal & Oil)
- Managed accounting and cash management **activities** for three companies and their domestic and overseas branch offices.
 - Designed accounting, **cash** management, and payroll /benefits **administration** systems, contract **control** database, and budget variance **control system**.
 - Developed **costing** procedures for **metals** inventories and **refined petroleum products**.
 - Prepared **consolidated** monthly financial **statements**, P&L analysis, and joint **venture** profit **allocations**.
 - **Represented oil-trading** subsidiary in **state tax** audits, resulting in dismissal of **\$2,000,000 in tax** and penalty assessments.
- 1980-1986 Garnac Grain Co. / Finora Co., Inc. New York, NY
ASSISTANT TREASURER / FINANCIAL ANALYST (International Trading - Agriculture)
- **Compiled** reports, schedules, and **valuations** for accounting and external reporting purposes.
 - Managed company's foreign **exchange** and Letter of **Credit** activities.
 - Reduced average **L/C collection** turnaround **from 4 days to under 1½ days**.

Education

1990-199s

Manhattan Collage

Riverdale, NY

- Bachelor of Science in Accounting
- Graduated Summa Cum Laude (GPA 3.99)

Computer Skills

Experienced in stand-alone and network PC, and VAX System environments, using Windows and DOS operating systems.

Software:

- Platinum, MAS 90, Solomon, Forefront, and Quickbooks Accounting Systems
- LMS and TurboTax tax systems
- Excel, Lotus, Dbase III Plus, Access, Wordperfect, WordStar, Ward, MS Works, others.

EXHIBIT G

EXHIBIT G - OTHER ENTITIES PROVIDING TELECOMMUNICATIONS SERVICES

American International Telephone, **Inc.**'s officers have an ownership or other interest in the following entities:

- (1) Interoute Telecommunications, Inc.
- (2) Vista Telecom, Inc.
- (3) AT1 Telecom, Inc.
- (4) AT1 Rentals, Inc.
- (5) Audio Trend, Inc.
- (6) Rent A Phone, Inc.
- (7) **PrePay** USA, Inc.
- (8) The Mobile Phone Company, Inc.
- (9) Worldwide Mobilecorn Corporation
- (10) Sage Telecommunications, Inc.

AMERICAN'INTERNATIONAL TELEPHONE, INC

Balance Sheet

For the Month Ended 31/12/99

	<i>Current Month Actual \$ (000)</i>	<i>Prior Month Actual \$ (000)</i>	<i>Business Plan \$ (000)</i>	<i>Approved Re-Forecast \$ (000)</i>
<u>Employment of Capital</u>				
Fixed Assets				
Tangible Assets	1,455	1,305		
Intangible assets	0	0		
Investments	0	0		
	1,455	1,305	0	0
Current Assets				
Stock	0	0		
Trade debtors	1,029	1,183		
Other debtors	802	813		
Group trade debtors	280	986		
Prepayments & accrued income	1,249	1,003		
Cash at bank	282	228		
	3,642	4,213	0	0
Current Liabilities				
Trade creditors	0	-81		
Other creditors	-274	610		
Group trade creditors	481	-707		
Accruals & deferred income	-70	-390		
	137	-568	0	0
Debtors/Creditors: falling due in more than one year				
Loans to other group companies	0	0		
Other debtors	0	0		
Loans from other group companies	-2,352	-2,870		
Other loans & provisions	0	0		
	2,882	2,080	0	0

Capital Employed

Share capital	8	8		
Share premium	10,685	10,685		
Retained income	-7,811	-8,813		
Other reserves	0	0		
Shareholders funds	2,882	2,080	0	0
Minority interest	0	0		
	2,882	2,080	0	0

AMERICAN INTERNATIONAL TELEPHONE, INC
Profit and Loss Statement
For the Month Ended 31/12/99

	<i>Current</i> <i>Month Actual</i> <i>\$ (000)</i>	<i>Prior</i> <i>Month Actual</i> <i>\$ (000)</i>	<i>Business</i> <i>Plan</i> <i>\$ (000)</i>	<i>Approved</i> <i>Re-Forecast</i> <i>\$ (000)</i>
<i>Minutes - '000</i>		9,183,525		
Sales	1,329	1,285	0	0
Cost of sales	0	-23	0	0
Gross profit	1,329	1,262	0	0
<i>Gross profit percentage</i>	100%	98%	#DIV/0!	#DIV/0!
Operating Costs	-77	4	0	0
Staff & Related	0	16		
Establishment	0	0		
Legal, Finance & Professional	-2	-12		
Travel & Related	0	0		
Marketing & Selling	0	0		
Technical	0	0		
Bad Debt	-75	0		
EBITDA	1,252	1,266	0	0
<i>Operating profit percentage (EBITDA/Sales)</i>	94%	99%	#DIV/0!	#DIV/0!
Depreciation	-39	-33		
Bank Interest Received/(Paid)	-15	0		
Intercompany Interest Received/(Paid)				
Exchange Gains/(Losses)/Prior period adj	-396	53		
Net Profit/(Loss) Before Taxation	802	1,286	0	0
Taxation	0	0		
Net Profit/(Loss) After Taxation	802	1,286	0	0
Goodwill Writeoff				
Minority Interest	0	0		
Equity Share Holders Profit/(Loss)	802	1,286	0	0
Retained Income at the Start of Period	-8,613	-9,899		
Retained Income per the Balance Sheet	-7,811	-8,613	0	0

AMERICAN INTERNATIONAL TELEPHONE, INC
Profit and Loss Statement - Year to Date
For the Month Ended 31/12/99

	1999 Year to Date \$(000)	1998 Year to Date \$(000)	Business Plan \$(000)	Approved Re-Forecast \$(000)
Minutes - '000				
Sales	13,704	0		
Cost of sales	-4,917	0		
Gross profit	8,787	0	0	0
Gross profit percentage	64%	#DIV/0!	#DIV/0!	#DIV/0!
Operating Costs	-6,307	0	0	0
Staff & Related	-593	0		
Establishment	-178	0		
Legal, Finance & Professional	-153	0		
Travel & Related	-36	0		
Marketing & Selling	-10	0		
Technical	-21	0		
Bad Debt	-5,316	0		
EBITDA	2,480	0	0	0
Operating profit percentage (EBITDA/Sales)	18%	#DIV/0!	#DIV/0!	#DIV/0!
Depreciation	-437	0		
Bank Interest Received/(Paid)	-43	0		
Acquisition cost	0	0		
Exchange Gains/(Losses)	757	0		
Net Profit/(Loss) Before Taxation	2,757	0	0	0
Taxation	0	0		
Net Profit/(Loss) After Taxation	2,757	0	0	0
Other non-operating expense	0			
Treasury stock transferred to Retained Income	0	0		
Equity Share Holders Profit/(Loss)	2,757	0	0	0
Retained Income at the Start of Period	-10,571	-10,571		
Retained Income per the Balance Sheet	-7,811	-10,571	0	0

EXHIBIT I

EXHIBIT I - DESCRIPTION OF SERVICES

American International Telephone, Inc. ("**AIT**") will provide the following services to both business and residential customers within and throughout the entire State of Illinois: **(1) Long Distance Calling Service** is offered either: (i) through direct access dial "1" service and dedicated lines, or (ii) by dialing 1015248 for service through the Company's **CIC** code; **(2) Telephone Calling Card Service** is offered either alone or in conjunction with LDCS service as an optional feature. Remote Access to LDCS service is utilized by Customers when off the network by dialing a 1-800 number and entering an authorization code and dialing the number for which the Customer desires to be connected; **(3) Prepaid Calling Cards** are sold to Customers by retail outlets and utilized on any non-restricted telephone to place calls by dialing a 1-800 number and utilizing a pin number. The Company sells its prepaid cards under the name Oasis Telecom and **AIT Prepaid Card**. In addition, the Company provides services to other companies that offer limited series, collectors edition prepaid cards, premiums or other types of prepaid cards; **(4) Operator Services/Directory Assistance** is offered in the State and in those areas where the Company's **CIC** is deployed.